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UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re	:
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DELPHI CORPORATION, et al.,	:
	:
Debtors.	:
	:
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Chapter 11
Case No. 05-44481 (RDD)
(Jointly Administered)

JOINT STIPULATION AND AGREED ORDER (I) COMPROMISING
AND CAPPING PROOF OF CLAIM NUMBER 15452 AND (II) WITHDRAWAL WITHOUT
PREJUDICE OF PROOFS OF CLAIM NOS. 15449, 15450, 15451, AND 15453
(GENERAL ELECTRIC CAPITAL CORP.)

Delphi Corporation ("Delphi") and certain of its subsidiaries and affiliates, debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), and the General Electric Capital Corp. ("GE Capital") respectfully submit this Joint Stipulation And Agreed Order (I) Compromising And Capping Proof Of Claim Number 15452 And (II) Disallowing And Expunging Proofs Of Claim Nos. 15449, 15450, 15451, And 15453 (General Electric Capital Corp.) (the "Stipulation") and agree and state as follows:

WHEREAS on October 8, 2005 (the "Petition Date"), the Debtors filed voluntary petitions under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as amended, in the United States Bankruptcy Court for the Southern District of New York.

WHEREAS on July 31, 2006, GE Capital filed proofs of claim numbers 15449, 15450, 15451, 15452, and 15453 (each a "Proof of Claim," and collectively, the "Proofs of Claim"). Proof of Claim 15449 was filed against Delphi Automotive Systems LLC ("DAS LLC"), asserting an unsecured non-priority claim in the amount of \$10,086,668.26. Proof of Claim 15450 was filed against Delphi, asserting an unsecured non-priority claim in the amount of \$4,070.43. Proof of Claim 15451 was filed against Delphi Integrated Service Solutions, Inc. ("DISS"), asserting an unsecured non-priority claim in the amount of \$8,542.94. Proof of Claim 15452 was filed against DAS LLC, asserting an unsecured non-priority claim in the amount of \$1,015,550.20. Proof of Claim 15453 was filed against Delphi, asserting an unsecured non-priority claim in the amount of \$451,010.08. The Proofs of Claim all arise out of obligations under various leases.

WHEREAS the Debtors objected to the Proofs of Claim pursuant to the Ninth Omnibus Objection (Substantive) Pursuant To 11 U.S.C. Section 502(b) And Fed. R. Bankr. P.

3007 To Certain (A) Insufficiently Documented Claims, (B) Claims Not Reflected On Debtors' Books And Records, (C) Untimely Claims, And (D) Claims Subject to Modification (Docket No. 6968) ("Ninth Omnibus Claims Objection"), which was filed February 15, 2007.

WHEREAS on March 19, 2007, to resolve the Ninth Omnibus Claims Objection with respect to the Proofs of Claim, DAS LLC and the GE Capital entered into a settlement agreement (the "Settlement Agreement").

WHEREAS pursuant to the Settlement Agreement, DAS LLC and GE Capital acknowledge and agree that the Asserted Amount of Proof of Claim 15452 shall be modified and capped at \$651,626.18.

WHEREAS GE Capital reserves the right to assert any or all of the \$651,626.18 against DAS LLC, Delphi, or DISS, with the aggregate of any amounts asserted against DAS LLC, Delphi, and DISS not to exceed \$651,626.18.

WHEREAS DAS LLC is authorized to enter into the Settlement Agreement either because Proof of Claim 15452 involves ordinary course controversies or pursuant to that certain Order Under 11 U.S.C. §§ 363, 502, And 503 And Fed. R. Bankr. P. 9019(b) Authorizing Debtors To Compromise Or Settle Certain Classes Of Controversy And Allow Claims Without Further Court Approval (Docket No. 4414) entered by this Court on June 29, 2006.

THEREFORE, the Debtors and GE Capital stipulate and agree as follows:

1. Proof of Claim Number 15452 shall be treated as a general unsecured non-priority claim against DAS LLC, but in no event shall it exceed \$651,626.18.
2. Proofs of Claim Numbers 15449, 15450, 15451, and 15453 shall be withdrawn by GE Capital without prejudice to G.E. Capital's right to file a claim within 30 days of the rejection of any unexpired executory contracts or leases pursuant to paragraph 8 of the

Order Under 11 U.S.C. §§ 107(b), 501, 502, And 1111(a) And Fed R. Bankr. P. 1009, 2002(a)(7), 3003(c)(3), And 5005(a) Establishing Bar Dates For Filing Proofs Of Claim And Approving Form And Manner Of Notice Thereof (Docket No. 3206).

3. Nothing contained herein shall constitute, nor shall it be deemed to constitute, the allowance of any claim asserted against any of the Debtors.

4. Entry of this joint stipulation is without prejudice to the Debtors' right to object to Proof of Claim 15452 in these chapter 11 cases on any grounds whatsoever except that such claim is asserted against the incorrect Debtor, provided however that DAS LLC, Delphi or DISS is the correct Debtor.

So Ordered in New York, New York, this 13th day of April, 2007

/s/Robert D. Drain

UNITED STATES BANKRUPTCY JUDGE

AGREED TO AND
APPROVED FOR ENTRY:

/s/ John K. Lyons

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